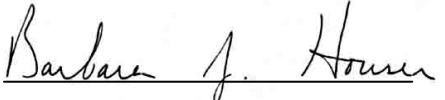




**ENTERED**  
TAWANA C. MARSHALL, CLERK  
THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed October 16, 2009

  
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS**

IN RE:	§	
	§	CASE NO. 09-31828 (BJH)
IDEARC INC., <i>et al.</i> ,	§	
	§	(Chapter 11)
Debtors.	§	(Jointly Administered)

**ORDER GRANTING APPLICATION PURSUANT TO 11 U.S.C. §§ 327(e)  
AND 328(a) AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF BAKER BOTTS L.L.P. AS SPECIAL  
CORPORATE COUNSEL NUNC PRO TUNC TO JULY 30, 2009**

This matter having come before the Court on the *Application for an Order Pursuant to 11 U.S.C. §§ 327(e) and 328(a) and Fed. R. Bankr. P. 2014 and 2016 Authorizing the Retention and Employment of Baker Botts L.L.P. as Special Corporate Counsel Nunc Pro Tunc to July 30, 2009* (this "Application"),<sup>1</sup> filed by Idearc Inc. ("Idearc") and its affiliated debtors and debtors-in-possession (together with Idearc, the "Debtors"); and the Court having reviewed the (a) the Application, and (b) the Declaration of Brian J. Henchey (the "Henchey Declaration"), a partner

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Application.

of the law firm of Baker Botts L.L.P. ("Baker Botts"), filed contemporaneously in support of the Application; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. §157(b)(2), and (c) notice of the Application was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Application and the Henchey Declaration establish just cause for the relief granted herein.

THE COURT HEREBY FINDS THAT:

A. The Application and the Henchey Declaration are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of this Court (the "Local Rules").

B. Baker Botts does not hold or represent any interest adverse to the Debtors' estates on matters for which it is to be retained as special counsel.

C. The Debtors' retention of Baker Botts in accordance with the Application is in the best interests of the Debtors and their estates and creditors. IT IS HEREBY:

1. **ORDERED** that the Application is **GRANTED**; and it is further
2. **ORDERED** that the Debtors are hereby authorized pursuant to 11 U.S.C. §§ 327(e) and 328(a) to employ and retain Baker Botts as its special counsel effective as of July 30, 2009; and it is further
3. **ORDERED** that Baker Botts is authorized to perform any and all legal services for the Debtors that are necessary or appropriate in connection with these Chapter 11 cases; and it is further
4. **ORDERED** that Baker Botts shall be compensated for its services and reimbursed for related expenses in accordance with the terms and conditions of its engagement

**ORDER GRANTING APPLICATION PURSUANT TO 11 U.S.C. §§ 327(e)  
AND 328(a) AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING THE RETENTION AND EMPLOYMENT OF BAKER  
BOTTS L.L.P. AS SPECIAL CORPORATE COUNSEL NUNC PRO TUNC TO JULY 30, 2009**

with the Debtors, as set forth in the Application and the procedures set forth in §§ 330 and 331 of the Bankruptcy Code, and in accordance with such Bankruptcy Rules and Local Rules as may be applicable from time to time, and with any other applicable orders of this Court; and it is further

5. **ORDERED** that the Court shall retain jurisdiction to hear and determine all matters arising from, or related to, the implementation of this Order.

### END OF ORDER ###

Prepared by:

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